

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO.

24958

FILED

MAY 17 '04

3-36 PM

SURFACE TRANSPORTATION BOARD



May 13, 2004

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated March 18, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Tacoma Rail, Mountain Division  
2601 SR 509 North Frontage Road  
Tacoma, WA 98421

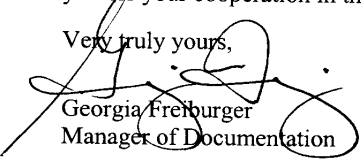
A description of the railroad equipment covered by the enclosed document is twelve (12) 1350 cubic foot side dump cars, with NOKL marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures  
(TMBL001)

ASSGN. NO.: TMBL001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18<sup>th</sup> day of March, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and City of Tacoma d/b/a Tacoma Rail, Mountain Division ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 18, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 26, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing  
Title: \_\_\_\_\_

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

Executed on this 30<sup>th</sup> day of March, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of March, 2004.

Susan Grokulskey  
Notary Public

Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

CITY OF TACOMA, d/b/a TACOMA RAIL, MOUNTAIN DIVISION

ATTEST:

By: Dennis H. Dean

Name: DENNIS H. DEAN

By: \_\_\_\_\_

Title: Superintendent

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 18<sup>th</sup> day of MARCH, 2004.

[CORPORATE SEAL]

STATE OF Washington

COUNTY OF Pierce

I, BARBARA E. JOHNSTON, a Notary Public of the County and State aforesaid, certify that DENNIS H. DEAN personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of MARCH, 2004

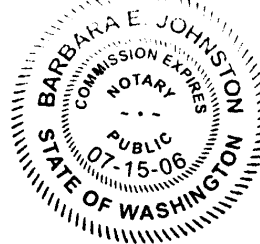
Barbara E. Johnston

Notary Public

Commission Expires:

7-15-06

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 1978 built, air-activated 1350 cu.ft., 268,000 lb. loading capacity,  
side dump cars

CAR NUMBERS:	NOKL 99900	NOKL 99906
	NOKL 99901	NOKL 99909
	NOKL 99902	NOKL 99910
	NOKL 99903	NOKL 99912
	NOKL 99904	NOKL 99913
	NOKL 99905	NOKL 99916